

BRENNAN ESTATES HOMEOWNERS MAINTENANCE CORPORATION

BYLAWS

ARTICLE I - MEMBERS

Section 1. Conditions of Membership

The members of the corporation shall be those persons who, from time to time, are owners of lots in that certain residential subdivision located in Pencader Hundred, New Castle County, Delaware, known as Brennan Estates (the "Subdivision") and as shown on the Record Major Subdivision Plan of Brennan Estates prepared by Ramesh C. Batta Associates, P.A., dated October 25, 1995, and recorded in the Office of the Recorder of Deeds in and for New Castle County, Delaware, at Microfilm No. 12612, as amended from time to time.

Section 2. Annual Meeting

An annual meeting of the members, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Board of Directors shall each year fix, which date shall be within thirteen (13) months of the last annual meeting of members or, if no such meeting has been held, the earlier of (i) the expiration of three (3) years from the date of the first out-conveyance of a lot in the Subdivision, on which a home has been constructed for which a certificate of occupancy has been issued, to a third party homeowner, or (ii) the date when Blenheim Brennan, L.L.C. and/or Blenheim Homes, L.P. (hereinafter "Declarant"), or any developer/builder which succeeds them, has out-conveyed at least seventy-five percent (75%) of the lots in the first Phase or Section of the Subdivision (consisting of Lots 106 through 342, inclusive) to third party homeowners.

Section 3. Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or the chief executive officer and shall be held at such place, on such date, and at such time as they or he or she shall fix.

Section 4. Notice of Meetings

Written notice of the place, date, and time of all meetings of the members shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Delaware General Corporation Law or the Certificate of Incorporation of the Corporation).

When a meeting is adjourned to another place, date, or time, written notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting without regard to the presence of a quorum at such adjournment.

Section 5. Quorum

At any meeting of the members, the presence of members in person or by proxy who hold at least twenty-five percent (25%) of the votes entitled to be cast at such meeting, shall

constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law.

If a quorum shall fail to attend any meeting, the chairman of the meeting may adjourn the meeting to another place, date, or time.

Section 6. Organization

Such person as the Board of Directors may have designated or, in the absence of such a person, the chief executive officer of the Corporation or, in his or her absence, such person as may be chosen by the vote of a majority of the members present, in person or by proxy, shall call to order any meeting of the members and act as chairman of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairman appoints.

Section 7. Conduct of Business

The chairman of any meeting of members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order.

Section 8. Proxies and Voting

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that

such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

The owner or owners of record title to each lot shall have one vote with respect to such lot. If any lot has more than one record owner, the one vote appurtenant to such lot shall be divided among them, and each of them shall cast a fractional vote, identified as such. Notwithstanding the above, the Declarant shall be entitled to cast all votes with respect to all lots in all Phases or Sections in the Subdivision other than the first Phase or Section (hereinafter, each a "Subsequent Phase or Section") except that, with respect to each such Subsequent Phase or Section, upon the earlier of (i) three (3) years after the first lot therein has been out-conveyed to a homeowner, or (ii) the out-conveyance to homeowners of at least seventy-five percent (75%) of the lots therein, the Declarant's vote with respect to the remaining lots in such Subsequent Phase or Section shall be determined by the number of lots therein owned by the Declarant, the same as any other lot owner.

All voting, including on the election of directors but excepting where otherwise required by law, may be by a voice vote; provided, however, that upon demand therefore by a member entitled to vote or by his or her proxy, a ballot vote shall be taken. Each ballot shall state the name of the member or proxy voting and such other information as may be required under the procedure established for the meeting. The Corporation may, and to the extent required by law, shall, in advance of any meeting of members, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of members, the person presiding at the meeting may, and to the extent required by law, shall, appoint one or more inspectors to act at the meeting. Each inspector,

before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively. However, if the subject matter of the vote involves the representative(s) of, or special services, procedures, or assessments applicable to, less than all lots in all Sections or Phases of the Subdivision, then only the owners of the lots in the affected Section(s) or Phase(s) shall be entitled to vote on such matter.

Section 9. Consent of Members in Lieu of Meeting

Any action required to be taken at any annual or special meeting of members of the Corporation, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of members that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each member who signs the consent and no written consent shall be effective to take the corporate action referred to

therein unless, within sixty (60) days of the date the earliest dated consent is delivered to the Corporation, a written consent or consents signed by a sufficient number of members to take action are delivered to the Corporation in the manner prescribed in the first paragraph of this Section.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number and Term of Office

Directors shall either be lot owners or the officer or employee of an entity which is a lot owner. The number of directors who shall constitute the whole Board shall be such number as the Board of Directors shall from time to time have designated, consistent with this ARTICLE II, Section 1, except that in the absence of any such designation, such number shall be at least one (1). There shall be at least one (1) director for, and elected by, the lot owners of each Section or Phase of the Subdivision; and the Board of Directors shall maintain a reasonable proportionality in the ratio of the number of directors elected by each Phase or Section in the Subdivision, whenever they increase or decrease such number. Each director who is not appointed the Declarant shall be elected for a term of two (2) years and until his or her successor is elected and qualified, except as otherwise provided herein or required by law. The Board shall endeavor to set the terms of its members such that approximately half the Board at any given time consists of members serving the first year of the term, while the other half are serving the second year of the term.

Whenever the authorized number of directors is increased between annual meetings of the members, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the

expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease.

Section 2. Vacancies

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal, or other cause, a successor for the unexpired term shall be elected by the members who were entitled to vote for the director whose position is vacant.

Section 3. Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by one-third (1/3) of the directors then in office (rounded up to the nearest whole number) or by the chief executive officer and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than five (5) days before the meeting or by telegraphing or telexing or by facsimile transmission of the same not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5. Quorum

At any meeting of the Board of Directors, a majority of the total number of the whole Board shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 6. Participation in Meetings By Conference Telephone

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 7. Conduct of Business

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 8. Powers

The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:

(1) To purchase or otherwise acquire any property, rights, or privileges on such terms as it shall determine;

(2) To authorize the creation, making, and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;

(3) To remove any officer of the Corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;

(4) To confer upon any officer of the Corporation the power to appoint, remove, and suspend subordinate officers, employees, and agents;

(5) To adopt from time to time regulations, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

Section 9. Compensation of Directors

Directors, as such, shall not receive, fixed fees or other compensation for their services as directors, or as members of committees of the Board of Directors. No director shall vote to approve or contract with himself or herself, or any company by which such director or a member of his or her family is employed or has any interest; provided, that this provision shall not preclude or interfere with the provision by Declarant of services to or for the benefit of the Subdivision, at fair compensation or credit.

ARTICLE III - COMMITTEES

Section 1. Committees of the Board of Directors

The Board of Directors, by a vote of a majority of the whole Board, may from time to time designate committees of the Board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section 2. Conduct of Business

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one third (1/3) of the members shall constitute a quorum unless the committee shall consist of one (1) or two (2) members, in which event one (1) member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE IV - OFFICERS

Section 1. Generally

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may from time to time be appointed by the Board of Directors. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of members. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any number of offices may be held by the same person.

Section 2. President

The President shall be the chief executive officer of the corporation. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have power to sign all contracts, agreements, and other instruments of the Corporation which are authorized and shall have general supervision and direction of all of the other officers, employees, and agents of the Corporation.

Section 3. Vice President

Each Vice President shall have such powers and duties as may be delegated to him or her by the Board of Directors. One (1) Vice President shall be designated by the Board to perform the duties and exercise the powers of the President in the event of the President's absence or disability.

Section 4. Treasurer

The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors may from time to time prescribe.

Section 5. Secretary

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the members and the Board of Directors. He or she shall have charge of the corporate books and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 6. Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section 7. Removal

Any officer of the Corporation may be removed at any time, with or without cause, by the Board of Directors.

Section 8. Action with Respect to Securities of Other Corporations

Unless otherwise directed by the Board of Directors, the President or any officer of the Corporation authorized by the President shall have power to vote and otherwise act on

behalf of the Corporation, in person or by proxy, at any meeting of members of, or with respect to, any action of the members.

ARTICLE V - NOTICES

Section 1. Notices

Except as otherwise specifically provided herein or required by law, all notices required to be given to any members, director, officer, employee, or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage paid, or by sending such notice by prepaid telegram or mailgram, or by telefax receipt acknowledged. Any such notice shall be addressed to such member, director, officer, employee, or agent at his or her last known home address as the same appears on the books of the Corporation. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails or by telegram, mailgram, or telefax receipt acknowledged, shall be the time of the giving of the notice.

Section 2. Waivers

A written waiver of any notice, signed by a member, director, officer, employee, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, officer, employee, or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE VI- MISCELLANEOUS

Section 1. Corporate Seal

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 2. Reliance upon Books, Reports, and Records

Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 4. Time Periods

In applying any provision of these Bylaws which establishes either a time period within which, or a deadline by which, a specified act (or failure to act) shall be allowed or required, the day of the event that starts the time period shall not be counted, and the last day

(i.e., the day of deadline) shall be included unless it is not a business day, in which case, the last day shall be the next business day.

ARTICLE VII- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation in any committee of the Corporation (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, committee member, or agent or in any other capacity while serving as a director, officer, employee, committee member, or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability, and loss (including attorneys' fees, judgments, fines, excise taxes, or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE VII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. Right to Advancement of Expenses

The right to indemnification conferred in Section 1 of this ARTICLE VII shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this ARTICLE VII shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the indemnitee's heirs, executors, and administrators.

Section 3. Right of Indemnitee to Bring Suit

If a claim under Section 1 or 2 of this ARTICLE VII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses

pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this ARTICLE VII or otherwise shall be on the Corporation.

Section 4. Non-Exclusivity of Rights

The rights to indemnification and to the advancement of expenses conferred in this ARTICLE VII shall not be exclusive of any other right which any person may have or

hereafter acquire under any statute, the Corporation's Certificate of Incorporation, Bylaws, agreement, vote of members or disinterested directors, or otherwise. The fact that a director, officer, or other indemnitee was appointed to the Corporation by the Declarant, or is employed by the Declarant, shall not impair or diminish the tight of indemnification herein created.

Section 5. Insurance

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, committee member, or agent of the Corporation against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Delaware General Corporation Law.

Section 6. Indemnification of Employees and Agents of the Corporation

The corporation may, to the extent authorized from time to time by the Board of Directors, grant tights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors at any meeting or by the members at any meeting, except that, so long as Declarant holds title to more than two (2) lots in the Subdivision, no such amendment may be made without its prior written consent, and so long as Declarant holds any disproportionate voting rights with respect to any Section or Phase in the Subdivision containing a lot that is subject to an insured mortgage (as defined in the Corporation's Certificate of Incorporation), such amendment shall require the

consent of the Department of Housing and Urban Development, and the Veterans Administration.