

BY-LAWS
OF
FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

The name of the corporation is FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION".
The principal office of the corporation shall be located at 1031 High Meadows Court, Latrobe, PA 15650. Meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania, County of Westmoreland, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "ASSOCIATION" shall mean and refer to FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., its successors and assigns.

Section 2. "PROPERTIES" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, in accordance with the provisions of said Declaration.

Section 3. "COMMON FACILITY" shall mean all property owned or leased by the Association for the common use and enjoyment of all the Lot owners.

Section 4. "CONTROLLED FACILITY" shall mean all property not owned or leased by the Association but must be maintained, improved, repaired, replaced, regulated, managed, insured or controlled by the Association.

Section 5. "LOT" shall mean and refer to any plot of land shown upon any plan of the Properties and any improvements erected thereon with the exception of the Common Area and roads.

Section 6. "LOT OWNER" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title of any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "DECLARANT" shall mean and refer to James R. Thomas, Jr. D/B/A Jim Thomas Construction Co., a Sole Proprietorship, its successors and assigns, if such successors or assigns shall acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 8. "DECLARATION" shall mean and refer to the Declaration by the Declarant applicable to the Properties recorded in the Office of the Recorder of Deeds for Westmoreland County, Pennsylvania.

Section 9. "MEMBER" shall mean and refer to those persons entitled to membership in the "ASSOCIATION" as provided in the Declaration.

Section 10. "RECORDED" shall mean duly recorded in the Office of the Recorder of

Deeds for Westmoreland County, Pennsylvania, unless otherwise clearly indicated.

ARTICLE III - MEETING OF MEMBERS

Section 1. ANNUAL MEETINGS. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour 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 entitled to vote one-fourth (1/4) 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 Fifteen (15) 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 the members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, 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. The members at a

duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of the holders of enough votes to leave less than a quorum, it being understood that this shall in no way operate to reduce the required assent set forth in the Declaration of Covenants, Conditions and Restrictions and the Articles of Incorporation for dedication and transfer of common area, merger or consolidation, mortgaging of the common area, approval of special assessment or of increase in the annual assessment, or dissolution of the Association.

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 - EXECUTIVE BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE:

Section 1. NUMBER. The affairs of this Association shall be managed by an Executive Board of TWO (2) to FIVE (5) DIRECTORS, who need not be members of the Association.

Section 2. QUORUM. A quorum is deemed present throughout any meeting of the Executive Board if persons entitled to cast 50% of the votes on the Board are present at the beginning of the meeting.

Section 3. TERM OF OFFICE. At the first annual meeting, the members shall elect directors, two members to be elected for a term of one year, two members for a term of two years and one member for a term of three years; and at each annual meeting thereafter, the members shall elect successors to those directors whose terms are then expiring for a term of three years each.

Section 4. REMOVAL. Any director may be removed from the Executive 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 Executive Board and shall serve for the unexpired term of his predecessor.

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. 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. NOMINATION. Nomination for election to the Executive 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 Executive Board of Directors, and two or more members of the Association or the Executive Board of Directors. The Nominating Committee shall be appointed by the Executive Board of Directors prior to each annual meeting of the members, to serve from the close of such 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 Executive Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made in a manner consistent with Section 2 of Article IV hereof.

Section 2. ELECTION. Election to the Executive 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 OF EXECUTIVE BOARD

Section 1. REGULAR MEETINGS. Regular meetings of the Executive Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Executive Board. 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 directors, after not less than three (3) days notice to each director.

ARTICLE VII - POWERS AND DUTIES OF THE EXECUTIVE BOARD OF DIRECTORS

Section 1. POWERS. The Executive Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and 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 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; assessments shall continue during suspension;

(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 Executive Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Executive Board of Directors unless absence due to medical reasons; 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 Executive 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 statement is requested in writing by one-fourth (1/4) 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 annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice to each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment;

(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 with a legitimate interest, 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 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) procure and maintain workers compensation insurance and such other insurance as may be available and desirable for its employees;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) procure directors liability coverage;

(i) cause the Common Area to be maintained, including but not limited to grass cutting and planting, recreational facilities, utility easements, etc.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICERS. The officers of this Association shall be a President and a Vice-President, who shall at all times be members of the Executive Board of Directors, a Secretary and a Treasurer and such other officers as the Executive 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 Executive Board of Directors following each annual meeting of the members.

Section 3. TERM. The officers of this Association shall be elected annually by the Executive 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 Executive Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority, and perform such duties as the Executive Board may, from time to time, determine.

Section 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without giving cause by the Executive Board. Any officer may resign at any time by giving written notice to the Executive Board, 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 Executive 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

(a) The President shall preside at all meetings of the Executive Board of Directors; shall see that order and regulations of the Executive 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

(b) The Vice President shall act in the place and stead and shall have all the powers 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 Executive Board.

SECRETARY

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Executive Board and of the members; keep the corporate seal of the Association and affix it on papers requiring said seal; serve notice of meetings of the Executive 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 Executive Board. The Secretary shall also prepare, execute, certify and record amendments to the Declaration and shall prepare, execute and certify Resale Certificates and Status of assessments.

TREASURER

(d) 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 Executive Board of Directors; shall sign all checks and promissory notices of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of the 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 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify every director or officers, his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct, in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE X - COMMITTEES

The Association shall appoint a Maintenance Committee and a Nominating Committee, as provided in these By-Laws. In addition, the Executive Board of Directors shall appoint 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 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 thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen (15%) 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 nonuse of the Common Area or abandonment of his Lot.

Payment shall be made to the Association or to such collection agent as the Association shall direct in writing.

ARTICLE XIII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., "NON-PROFIT CORPORATION", PENNSYLVANIA, and "SEAL".

ARTICLE XIV - AMENDMENTS

Section 1. VOTE. These By-Laws may be amended, at a regular meeting of the members, by a vote of 67% of a quorum of members present in person or by proxy.

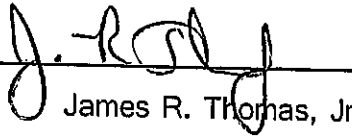
Section 2. CONFLICT WITH DECLARATION. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of

any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV - MISCELLANEOUS

The fiscal year of the Association shall begin on the First day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, I, being all the Director of FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., have hereunto set my hand this 29 day of March, 2022.



James R. Thomas, Jr. D/B/A

Jim Thomas Construction Co., a Sole
Proprietorship

COMMONWEALTH OF PENNSYLVANIA)

) SS:

COUNTY OF WESTMORELAND)

BEFORE ME, the undersigned authority, personally appeared James R. Thomas, Jr. D/B/A Jim Thomas Construction Co., a Sole Proprietorship, who has acknowledged to be a director of FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., a Pennsylvania non-profit corporation, executed the foregoing instrument for the purposes thereon contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 29 day of March, 2022.



NOTARY PUBLIC

My commission expires: _____

Commonwealth of Pennsylvania - Notary Seal
John N Ward, Notary Public
Westmoreland County
My Commission Expires September 04, 2024
Commission Number 1174323

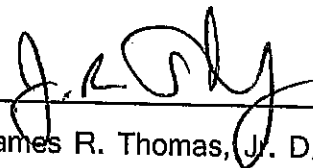
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of FRYE FARM ESTATES HOMEOWNER'S ASSOCIATION, INC., a Pennsylvania non-profit corporation; and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23rd day of March, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this 23rd day of March, 2022.



James R. Thomas, Jr. D/B/A

Jim Thomas Construction Co., a Sole
Proprietorship, Secretary