

BYLAWS OF INDIAN LAKE SERVICE CORPORATION

We, citizens of the Commonwealth of Pennsylvania, incorporate ourselves for the non-profit purposes of:

To promote the social, educational, recreational and civic development as well as to promote the health safety, sanitary and civic improvement of all of the real estate including unsubdivided lands formerly known as the Indian Lake Reservation, now, Indian Lake Borough, located in Somerset County, Pennsylvania, for the social and economic betterment and general well being of the residents therein with full and complete powers and authority to buy, purchase, lease as lessee, or otherwise acquire, and to pledge, sell, grant and convey, lease as lessor, or otherwise dispose of real estate and/or personal property, and to mortgage the same, to construct buildings and sell or lease the same, to borrow money for any and all of the purposes for which it is organized by issuing its promissory notes, bonds, or other evidence of indebtedness for the repayment thereof, with interest, and to secure any of its obligations by pledge, mortgage, deed of trust of, or on, any property, assets, or income, to advertise, to enforce the Articles of Incorporation of this Corporation, its By-laws, Rules and Regulations and to do all other acts or things necessary or convenient for the furtherance of said purposes, including, but not limited to, the power and authority to manage, administer and regulate and own the said real estate for the aforesaid advancement and benefit of the said residents lot owners, property owners and members, of and under the control of the Indian Lake Service Corporation, the assessing and collecting of service charges and fees for the use of the Corporation and for such other non-profit purposes as the Corporation may lawfully undertake. Provided, however, that this is a corporation which does not contemplate pecuniary gain or profit, incident or otherwise, to its members.

ARTICLE I

NAME

Section 1: This non-profit Corporation shall be named, known and styled as ***Indian Lake Service Corp.*** (hereinafter ***the Corporation***).

ARTICLE II

MEMBERSHIP

Section 1: This corporation is upon a non-stock basis and membership in this Corporation shall be only to those persons owning a lot, tract, lot and park subdivided or unsubdivided or parcel of land, hereinafter referred to as ***LOT***, within the former Indian Lake Reservation, now Indian Lake Borough, Somerset County, Pennsylvania. The deed from Allegheny Mountain Lakes, Inc. or Wenatchee, Inc. or others to a lot in Indian Lake Borough duly executed and delivered by Allegheny Mountain Lakes, Inc. or Wenatchee, Inc. or others and recorded by the grantee in the office of the Recorder of Deeds in Somerset County, Pennsylvania, or any future deed to said Lot, tract or parcel of land, duly executed and delivered by the then owner in the chain of title to the then grantee, and

recorded as aforesaid by the then grantee, shall be the sole evidence of and shall constitute a ***Certificate of Membership*** in this non-profit corporation in the then grantee, all prior deeds to said Lot, tract or parcel of land, thereupon being null and void as a ***Certificate of Membership*** and any rights in said prior owners thereupon ending, and the most recent duly recorded deed being the then sole evidence of said membership; and, the said Lot, tract or parcel of land, the private dwelling and/or other structures erected thereon as provided for in the deed to said Lot, tract or parcel of land, and the use thereof, are under and subject to the aforesaid condition, restriction or covenant and are further under and subject to the condition, restriction and covenant that said ***Certificate of Membership*** in this non-profit corporation shall and must always be transferred only by the execution, delivery and recording of a deed to said Lot, tract or parcel of land as set forth above, and the said ***Certificate of Membership*** and/or the rights evidenced thereby shall not in any manner whatever, be separated from nor transferred to any person, persons or organization other than in the then grantee as evidenced by said deed, so that the ownership of said Lot, tract or parcel of land, and of the membership in this non-profit corporation, with all the rights and obligations thereto appertaining, shall always be in exactly the same person or persons or organization and in the same exact capacity. The deed to a Lot, Lot so recorded being the ***Certificate of Membership*** shall entitle the grantee(s) to only one vote (regardless of the number of grantees) per lot in the Corporation, and a deed to each Lot; entitles such record owners to a vote for each Lot; so owned, all in accordance with the Charter and Bylaws and rules and regulations of this non-profit corporation.

ARTICLE III

DUES

Section 1: There shall be an annual assessment/dues on the membership of this Corporation in the amount of \$110.00 per LOT, per year to defray, pro rata per lot, the maintenance and administrative expenses of the Corporation with respect to the said real estate. In addition to all other remedies, failure to pay the said annual assessment/dues within sixty (60) days after payment is due shall result in a forfeiture of the voting rights of that member until such time as the annual assessment/dues fee is paid up to date.

ARTICLE IV

LOCATION

Section 1: The principal office of this non-profit corporation shall be located in the Indian Lake Borough Building, Stonycreek Township, Somerset County, Pennsylvania and the post office address of its registered office in this Commonwealth shall be 1301 Causeway Drive, Central City, Stonycreek Township, Somerset County, Pennsylvania.

ARTICLE V
MEETINGS

Section 1: The annual general membership meeting shall be held once each year on the 2nd Saturday of May. In the event that the Board of Directors of the Indian Lake Service Corporation is unable to find an appropriate location for the general membership meeting or otherwise deems the 2nd Saturday of May to be an inappropriate time for said general membership meeting, then and in that event the Board of Directors may designate any other Saturday in May as the date for the annual meeting provided adequate notice of the date of such meeting is given to every member of the Service Corporation as per these Bylaws.

Section 2: The Board of Directors shall meet at least four (4) times per year. The exact dates and locations of said meetings may be determined by the President of the Corporation provided adequate notice of said meeting is delivered to each member of the Board of Directors in accordance with these Bylaws.

ARTICLE VI
NOTICES

Section 1: Notices of all meetings, regular or special, shall be in writing and sent through the United States mails to each member or Director on the Board of Directors, as the case may be, at his latest address recorded on the books of this non-profit corporation.

Section 2: Each member shall be entitled to thirty (30) days notice of the annual meeting.

Section 3: If circumstances warrant, in addition to the written notice provided for in Section 1 of this Article, either members at a regular or special meeting or the Board of Directors at a regular or special meeting may require that notice of any particular meeting may be given by advertisement in at least one daily newspaper of general publication and the official legal newspaper in the County of Somerset, Commonwealth of Pennsylvania, as is deemed necessary.

ARTICLE VII
WAIVER OF NOTICE

Section 1: Unless otherwise provided by law, whenever any notice is required to be given by provisions of the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be equivalent thereto.

ARTICLE VIII

OFFICERS

Section 1: The Board of Directors of this Corporation shall be five (5) in number.

Section 2: A Director of the Corporation shall not be personally liable for any damages as such for any action taken or any failure to take any action unless his/her actions are self-dealing or willful misconduct. Furthermore, the Director shall be indemnified by the Corporation against any and all liability and reasonable expense (which terms shall include but shall not be limited to counsel fees and disbursements and amounts of judgments, fines, or penalties against and amounts paid in settlement by such person) that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, or in connection with and appeal relating thereto, in which he/she may become involved as a party by reason of his/her being or having been a director of the Corporation provided he acted in good faith in what he reasonably believed to be the best interests of the Corporation and reasonably believed that his conduct was lawful.

ARTICLE IX

DUTIES OF OFFICERS

Section 1: The President shall be the chief executive officer of this Corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of this Corporation; he shall see that all orders and resolutions of the Board of Directors are carried out; he shall execute all bonds, mortgages, and all contracts of this Corporation, affixing the corporate seal thereto; he shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed; he shall submit a report of the operations of the Corporation for the fiscal year to the Board of Directors and members at their meeting, and from time to time shall report to the Board of Directors all matters within his knowledge that may effect this Corporation; he shall be ex-officio a member of all standing committees and shall have the powers and duties and management usually vested in the office of President in a corporation; he shall appoint all committees, except as herein otherwise provided.

Section 2: The Vice-President shall be vested with all the powers and shall perform all the duties of the president during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board of Directors. In the event that there shall be more than one Vice-President, then there shall be a first Vice-President, and second Vice-President, depending upon whether or not there shall be that many Vice-Presidents. In the event that the President shall be absent at any meeting, the first Vice-President shall preside, and if neither are present at the meeting, then the second Vice-President shall preside.

Section 3: The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof, and shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall, when required, perform a like service for all standing committees; shall send notices of all meetings to the members of Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be and he shall be the custodian of the corporate seal and all of the books and records of this Corporation, except as may be otherwise provided.

Section 4: The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of this Corporation and shall deposit same in the name of the Corporation in depositories, designated by the Board of Directors; he shall pay all vouchers or orders properly attested by the President and Secretary; and shall make a complete and accurate report of the finances of this Corporation at each annual meeting of the members, or at any other time upon request, to the Board of Directors.

ARTICLE X

BONDS

Section 1: The Board of Directors may require such officers to be bonded as it shall deem necessary; for any amount as it may deem requisite.

ARTICLE XI

BOARD OF DIRECTORS

Section 1: The Board of Directors shall be five (5) in number, who shall be members of this Corporation, all of whom shall be elected by the membership by majority vote of all those members present and voting as herein provided.

ARTICLE XII

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1: The property and business of this non-profit corporation shall be managed by the Board of Directors.

Section 2: In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the Articles of this Corporation, and elsewhere in these Bylaws, the following specific powers are expressly conferred on the Board of Directors.

Section 3: To purchase or otherwise acquire for the Corporation any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants, to determine their duties and affix their salaries, to confer by resolution upon any officers or agent of this Corporation the power of permanently removing or suspending any subordinate officer or servants; to determine who shall be authorized, on behalf of this Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the Corporation, with such powers as the Board may seem fit to grant; generally to do all such lawful acts and things as are now by law or by charter, or by these Bylaws directed or required to be done by the members.

Section 4: In addition to the foregoing powers and duties of the Board of Directors, the said Board of Directors shall have the authority and the power to employ a regularly paid Secretary to perform such duties as the Board of Directors shall from time to time determine and receive such compensation therefore as the Board of Directors shall determine from time to time.

ARTICLE XIII

NOMINATIONS AND ELECTIONS AND TERMS OF OFFICE

Section 1: Elections shall be held annually.

Section 2: The general membership shall elect the members of the Board of Directors at the annual meeting.

Section 3: The Board of Directors shall elect the officers set forth in Article VIII, Section 1. Nominations and elections for members of the Board of Directors shall take place at the annual meeting of this Association.

Section 4: The Board of Directors shall elect the officers of this Association at a meeting immediately following the annual general membership meeting.

Section 5: The term of office for all officers shall be for one (1) year. The term of office for all members of the Board of Directors shall be for three (3) years or until a successor is elected and qualified; except that the terms of the members of the Board of Directors first elected pursuant to this provision of the Bylaws shall be as follows: The two (2) persons receiving the highest votes shall serve for a term of three (3) years; the two (2) persons receiving the third and fourth highest votes shall serve for a term of two (2) years; and the person receiving the smallest number of votes shall serve a term of one (1) year.

Section 6: In the event that the office of an officer or member of the Board of Directors shall become vacant, the remaining members of the Board of Directors shall immediately fill such vacancy for the unexpired term.

Section 7: A simple majority vote of the members present and voting shall be required to elect a member of the Board of Directors; and a simple majority of the members of the Board of Directors present and voting shall be required to elect the officers of this Corporation.

Section 8: Any member in good standing shall be eligible to hold office in this Corporation either as an officer or a member of the Board of Directors, or both simultaneously

ARTICLE XIV

QUORUM

Section 1: A quorum for the purpose of holding any meeting of the Members shall be at least forty members.

Section 2: A quorum for the purpose of holding any meeting of the Board of Directors shall be the simple majority of the Board of Directors.

ARTICLE XV
MAJORITY VOTE

Section 1: A simple majority shall be required to pass any motion at any meeting of the Board of Directors, unless otherwise provided.

Section 2: Any member in arrears for a period of sixty days or more in the payment of his assessment or in violation of the terms, conditions, covenants, provisions or regulations contained in the deed or enacted in accordance with the terms thereof, or in accordance with the provisions of these Bylaws shall not have the right to vote or hold office in the Corporation.

ARTICLE XVI
RIGHTS AND OBLIGATIONS OF MEMBERS

Section 1: Every member in good standing shall have the right to vote at the general membership meetings and to hold office.

Section 2: Any member not in good standing shall not have the right to vote or hold office.

Section 3: The books, accounts and records of this Corporation shall be open for inspection to any member of the Board of Directors at any time. Members of this Corporation may, upon written demand, under oath, stating the purpose therefor, inspect such books, accounts and records of this Association/Corporation and copy same for any proper purpose during the usual hours for business as the Board of Directors may by resolution designate.

ARTICLE XVII
STANDING COMMITTEES

Section 1: There shall be such standing committees as from time to time shall be determined by the Board of Directors.

ARTICLE XVIII
ASSOCIATION SEAL

Section 1: This Corporation shall have a seal, upon which shall be inscribed the name of the corporation, the year of its creation (1963) and the words *Incorporated, Commonwealth of Pennsylvania*.

ARTICLE XIX
AMENDMENTS

Section 1: The members of this Corporation or the Board of Directors, by majority vote of the members present and voting or a two-thirds vote of the Directors, as the case may be, may alter, amend, suspend, or annul these Bylaws by the adoption of a Resolution previously adopted by the Board of directors setting forth the proposed amendment at any regular meeting or special meeting called for this purpose, except that the Board may not amend or change a bylaw on any subject that is committed expressly to the members by the Articles, these Bylaws or the Non-Profit Corporation Law, 15 Pa. C.S.A. '5504 (b).

ARTICLE XX
DEPOSITORY

Section 1: The Depository for the Corporation shall be established by the Board of Directors from time to time.

ARTICLE XXI
ADOPTION OF BYLAWS

Section 1: These Bylaws shall be adopted by a majority vote of the members present and voting at the time of its proposal to the members for the ratification.

Section 2: These Bylaws shall be in full force and effect immediately upon their adoption as set forth in Section 1.